MISSOURI STATE O No. N00042279 SECRETARY MISSOURI

Rebecca McDowell Cook Secretary of State

CORPORATION DIVISION CERTIFICATE OF AMENDMENT OF A MISSOURI NONPROFIT CORPORATION

WHEREAS,

MAGNETIC IMAGING, INC.

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with requirements of law governing the amendment of Articles of Articles of Incorporation and has in all respects complied with requirements of law governing the amendment of Articles of Incorporation and Incorporation ment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are

amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, 12th day of JULY, 2000. on this, the

Secretary of State \$10.00

S.O.S. #30

STATE OF MISSOURI

Rebecca McDowell Cook, Secretary of State P. O. BOX 778, Jefferson City, MO 65102 Corporation Division

ISSUED

Articles of Amendment for a Nonprofit Corporation

(Submit in duplicate with filing fee of \$10.00)

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	ersigned corporation, for the purpose and of amendment:	ichidnig its artiolos of meorp	SECRETARY OF STAT			
(1)	The name of corporation is: Magnetic Ir	naging, Inc.				
(2)	The text of the amendments and dates of adoption are as follows: See Exhibit 1 (attached).					
3) If approval of members was not required, and the amendments were approved by a sufficient vote						
	board of directors or incorporators, chec					
(4)	If approval by members was required, check here and provide the following information: X					
A. Nun	ber of Memberships outstanding: One					
B. Con	plete either i or ii.					
i. Num	per of votes for and against the amendme	nt(s) by class was:				
Class:	Number entitled to vote:	Number voting for:	Number voting against:			
NA	1	. 1	0			
ii. Nun	ber of undisputed votes cast for the amer	ndment(s) was sufficient for a	approval, and was:			
Class:	Number voting undisputed:					
		•				
The nur	nber of votes cast in favor of the amendn	nent(s) by each class was suff	icient for approval by that class.			
(5)	If approval of the amendment(s) by son was required pursuant to section 355.60	ne person(s) other than the n	nembers, the board or the incorporators			
In affin	nation of the facts stated above,	Chairmen	6/18200			
(Author	ized signature of officer or chairman of t	he board) (Title)	(Date of signature)			

Exhibit 1

The following, amendments were adopted by the Board of Directors of Magnetic Imaging, Inc., on 4/1/00 and by the Board of Directors of the sole member, Health Midwest, on 4/12/00.

The existing articles are hereby repealed and replaced in their entirety with the following:

- (1) The name of the corporation is Magnetic Imaging, Inc.
- (2) This corporation is a Public Benefit Corporation.
- (3) The period of duration of the corporation is perpetual.
- (4) The name and address of the Registered Agent and Registered Office in Missouri: Judith Vogelsmeier, 2304 E. Meyer Blvd., Suite A-10, Kansas City, MO 64132.
- (5) The names and addresses of the original incorporators:

Donald H. Tranin

1215 West 63rd Street,

Kansas City, MO

64113

Arthur Brand

412 West 56th Street Kansas City, MO

64113

- (6) The corporation is a membership corporation. The sole member of the corporation is Health Midwest Development Group, a Missouri public benefit corporation. Additional members may be admitted as provided in the bylaws. The members have the authority to elect the Directors and have all other rights and privileges of a member of a nonprofit corporation under the Nonprofit Corporation Act of the State of Missouri and the bylaws of the corporation from time to time in effect.
- (7) Subject to the rights and authority of the sole member, the Board of Directors shall have the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The bylaws will fix the number of Directors, but the number must not be fewer than three. The bylaws will establish the manner of electing or appointing Directors and their respective terms.
- (8) The purposes for which this corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of, one or more Qualified Organizations described herein (such organization or

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organizations shall hereafter be referred to as the "Qualified Organization"). Qualified Organizations supported by this corporation shall be the publicly-supported organizations that are hospitals within the Health Midwest System, a comprehensive integrated system of organizations dedicated to the delivery of health care services to the greater Kansas City metropolitan area and surrounding regions (hereinafter the "Publicly-Supported Organizations"). An organization is a "Qualified Organization" for purposes of these Articles only if it is described in Section 501(c)(3) and either Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (hereinafter the "Code"). If any of the Qualified Organizations named below cease to be a Qualified Organization, the corporation shall be operated exclusively for the benefit of the remaining Qualified Organizations named below. If all the Qualified Organizations named below cease to be Qualified Organizations, the corporation shall be operated for the benefit of one or more other Qualified Organizations as shall be selected by the Board of Directors of the corporation consistent with the purposes described in these Articles. The purposes of the corporation shall include, among others, the receiving of contributions and making of distributions to Qualified Organizations, and particularly the following specific religious, charitable, scientific, literary and educational purposes, to wit:

- (a) The provision of management, administrative and other essential services (including, without limitation, diagnostic imaging services) that would otherwise be carried out by the Publicly Supported Organizations itself;
- (b) the solicitation, receiving, holding, investing, administering and disbursing of donated funds and any and all types of donated real and personal property;
- (c) fund raising of any and all types including the sponsorship of special events and activities of every kind;
- (d) the promotion, sponsorship and conduct of research and scientific knowledge in the fields engaged in by the Publicly Supported Organizations;
- (e) the conduct and sponsorship of educational programs of all types for the benefit of the public as well as for training of personnel relevant to the fields engaged in by the Publicly Supported Organizations;
- (f) the assistance, sponsorship and encouragement of individuals pursuing an education in the fields engaged in by the Publicly Supported Organizations;
- (g) the fostering of the accumulation and exchange of health information and the publication and dissemination of such information relevant to the fields engaged in by the Publicly Supported Organizations.

The initial Qualified Organizations supported by the corporation shall be Menorah Medical Center, Baptist Medical Center, Research Medical Center, Lee's Summit Hospital, Research Psychiatric Center, the Rehabilitation Institute, Overland Park Regional Medical Center, Medical Center of Independence, Independence Regional Health Center, and

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Trinity Lutheran Hospital, which are all organizations described in Section 501(c)(3) and Section 509(a)(1) of the Code.

- (9) It is intended that this corporation have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation are limited accordingly. The corporation has all the powers conferred by the Nonprofit Corporation Act of the State of Missouri, except that the corporation may not have or exercise any power, or engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or as contributions to which are deductible under Section 170(c)(2) of the Code.
- (10) Notwithstanding any other provision of these Articles, if this corporation becomes a private foundation as defined in Section 509 of the Code, during the period it is such a private foundation, the corporation:
 - (a) shall not engage in any act of self-dealing as defined in Section 4941(d) thereof;
 - (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 thereof;
 - (c) shall not retain any excess business holdings as defined in Section 4943(c) thereof;
 - (d) shall not make any investment in such manner as to subject it to tax under Section 4944 thereof; and
 - (e) shall not make any taxable expenditures as defined in Section 4945(d) thereof.
- (11) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members (unless such members are Publicly Supported Organizations or organizations described in Section 501(c)(3) of the Code which operate for the benefit of a Publicly Supported Organization), directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- (12) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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- (13) The corporation shall not operate for the purpose of carrying on a trade or business for profit.
- Upon the dissolution of the corporation, the Board of Directors shall, after paying or (14)making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to the sole member, Health Midwest Development Group, to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided the sole member is then qualified under Section 501(c)(3) of the Code. If the sole member is not so qualified, its share shall be distributed to Health Midwest, the sole member of Health Midwest Development Group, an organization described in Section 501(c)(3). If Health Midwest is not then so qualified, the assets shall be distributed in shares to be determined by the corporation's Board of Directors to the Publicly-Supported Organizations this corporation is controlled by (or operated in connection with) during the year it is dissolved, or to a philanthropic fund which comprises a part of said Publicly-Supported Organization in either case to be used exclusively for religious, charitable, scientific, literary or educational purposes. If such organizations are not Qualified Organizations, the assets of the corporation shall be distributed to such Qualified Organization or organizations which are (i) organized and operated for the purposes described in paragraph 8 hereof and/or (ii) supported by the Publicly-Supported Organization, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the Circuit Court in the county in the State of Missouri in which the principal office of the corporation is at the time located, exclusively for the aforesaid purposes of the corporation or to such Qualified Organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.
- (15) The effective date of this document is the date it is filed by the Secretary of State of Missouri.

ISSUED

JUL 1 2 2000

SECRETARY OF STATE



STATE of MISSOURI JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Incorporation

WHEREAS, duplicate originals of Articles of Incorporation of							
have been received and filed in the office of the Secretary of State, which Articles, in all respects,							
comply with the requirements of The General and Business Corporation Law:							
NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,							
by virtue of the authority vested in me by law, do hereby certify and declare							
a body corporate, duly organized this day and that it is entitled to all rights and privileges							
granted corporations organized under The General and Business Corporation Law; that the							
address of its initial Registered Office in Missouri is							
that its period of existence is Perpetual; and that the							
amount of its Authorized Shares is							
100,000 common @\$1.00							
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 21st day of December 19 84							

FILED AND CERTIFICATE OF INCORPORATION ISSUED

DEC 21 1934

ARTICLES OF INCORPORATION
OF
MAGNETIC IMAGING, INC.

The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is MAGNETIC IMAGING, INC.

ARTICLE TWO

The address of its initial registered office in the state of Missouri is Suite 210, 9233 Ward Parkway, Kansas City, Missouri 64114, and the name of its initial registered agent at such address is Lem T. Jones, Jr.

ARTICLE THREE

The corporation shall have authority to issue one hundred thousand (100,000) shares, having a par value of one dollar (\$1.00) each and amounting in the aggregate to one hundred thousand dollars (\$100,000.00). All of such shares shall be common shares.

ARTICLE FOUR

The name of the incorporators are Donald H. Tranin and Arthur Brand, and the place of residence of the incorporators are 1215 West 63rd Street, Kansas City, Missouri 64113 and 412 West 56th Street, Kansas City, Missouri 64113, respectively.

ARTICLE FIVE

The first board of directors shall consist of eight (8) directors. Thereafter the number shall be fixed as provided in the bylaws. Any changes in the number of directors shall be reported to the Secretary of State within thirty (30) calendar days of such change.

ARTICLE SIX

The property and business of the corporation shall be controlled and managed by the board of directors.

ARTICLE SEVEN

The duration of the corporation shall be perpetual.

ARTICLE EIGHT

This corporation is formed for the following purposes:

To engage in the business of owning, operating, and developing magnetic resonance imaging equipment and facilities and all manner of other facilities and equipment for the care and treatment of the human body or any part thereof.

To purchase or otherwise acquire, manufacture, develop, process, design, construct, build, sell, lease, franchise, rent, distribute and otherwise deal in and with any item, product, article, service and merchandise and any and all types of goods and equipment.

To purchase or otherwise acquire, lease, assign, mortgage, pledge, sell, franchise or otherwise hold or sell or dispose of any trade-names, trademarks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and of foreign countries, and to accept and grant licenses to manufacture, operate, process or sell any article, product, or process.

To acquire, own, hold and dispose of all equipment, supplies and other property necessary or desirable for the purposes of the Corporation.

To sell and convey, mortgage, pledge, lease and otherwise dispose of all or any part of its property and assets.

To purchase, or otherwise acquire, own, hold, sell, pledge, mortgage, assign, exchange, convey, transfer, lease, sublet, develop, improve, partition, subdivide, dispose of and otherwise deal in and with real estate, lands, buildings, improvements, leaseholds and any other interest, estate or right in real property, either within or without the State of Missouri.

To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals.

To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds and other obligations; to issue notes or bonds, secured or unsecured, which by their terms are convertible into shares of stock of any class, upon such terms and conditions and at such rates or prices as may be provided in such notes or bonds and the indenture or mortgage under which they are issued; and to secure any of its obligations by mortgage, pledge or deed or trust, of all or any of its property, franchises and income.

To invest its surplus funds from time to time and to lend money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned.

To conduct its business, carry on its operations, and have offices within and without the State of Missouri, and to exercise in any other state, territory, district or possession of the United States, or in any foreign country, the powers granted by this Act.

To elect and appoint officers and agents of the corporation, and to define their duties and fix their compensations.

To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State for the administration and regulations of the affairs of the Corporation.

To cease its Corporate activities and surrender its Corporate franchise.

To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed.

To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

And to do, perform, or carry on such other acts or deeds as may now, or from time to time in the future, be authorized by the laws of the State of Missouri.

ARTICLE NINE

The private property of a shareholder of the corporation shall not be subject to the payment of corporate debts except to the extent of any unpaid balances of the subscription for shares.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the incorporator on this 200 day of December, 1984.

Donald H. Tranin

Arthur Brand

STATE OF MISSOURI)
COUNTY OF JACKSON)

I, the undersigned, a notary public, do hereby certify that on the day of December, 1984, personally appeared before me, Donald H. Tranin, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public

(SEAL)

E. JOYCE GILLIHAN
Notary Public - State of Missouri
Commissioned in Jackson Commissioned Indiana Commissioned Indiana Commissioned Indiana Commissioned Indiana Commissioned I

My Commission Expires: My Commission Expires



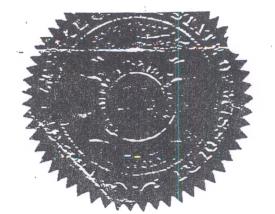
STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Acceptance of The General Not For Profit Corporation

WHEREAS, A Missouri Corporation hereto	ofore organized under the name of
	ETIC IMAGING, INC.
as filed in the office of the Secretary of State	., Acticles of Acceptance of the General Not For Profit Corporation Law
า์f Missouri as provided by law and has. in all	respects, complied with the requirements of The General Not For Profit
Corporation Law of Missouri:	
NOW, THEREFORE, I, ROY D. BLUN	NT, Secretary of State of the State of Missouri, by virtue of the
authority vested in me, do hereby certify	that said corporation has, on the date hereof, under the name of
MAGNET	TIC_IMAGING, INC.
with its Registered Office in Missouri at	
9233 Ward Parkway, I	Kansas City 64114
accepted the provisions of the General Not F	or Profit Law of Missouri and is entitled to all the rights and privileges
granted to corporations by the General Not	For Profit Corporation Law of Missouri for a term of perpetualyears
	IN TESTIMONY WHEREOF, I hereunto set my hand and affix
	the GREAT SEAL of the State of Missouri. Done at the City of
	Jefferson, this 8th day of June



FEÉ: \$10.00

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Nincteen Hundred and _ 90

Secretary of State

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ARTICLES OF ACCEPTANCE

OF

J. F. 1027

SECRETARY OF STATE

"THE GENERAL NOT FOR PROFIT CORPORATION LAWS" OF MISSOURI

The undersigned corporation, existing pursuant to the provisions of Chapter 351, Revised Statues of Missouri 1969, for the purpose of accepting the provisions of "The General Not For Profit Corporation Law", Chapter 355 RSMo 1969, does hereby make and execute these Articles of Acceptance and certify as follows:

- The name of the corporation is: MAGNETIC IMAGING, INC.
- The resolutions adopted by the corporation relating to the acceptance of "The General Not For Profit Corporation Law" of Missouri are as follows:

RESOLVED, that the Articles of Incorporation of MAGNETIC IMAGING, INC., a Missouri corporation, are amended so as to eliminate therefrom any purpose, power, or other provision not authorized to be set forth in the Articles of Incorporation for a not for profit corporation and that said articles, as amended, shall read in their entirety as follows:

- The name of the corporation is: MAGNETIC IMAGING, INC.
- The purposes for which the corporation is organized are:

To engage in the business of owning, operating, and developing magnetic resonance imaging equipment and facilities and all manner of other facilities and equipment for the care and treatment of the human body or any part thereof, for the sole purpose of supporting Menorah Medical Center and Research Medical Center, both not-for-profit corporations.

To purchase or otherwise acquire, manufacture, develop, process, design, construct, build, sell, lease, franchise, rent, distribute and otherwise deal in and with any item, product, article, service and merchandise and any and all types of goods and equipment.

To purchase or otherwise acquire, lease, assign, mortgage, pledge, sell, franchise or otherwise hold or sell or dispose of any trade-names, trademarks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and of foreign countries, and to accept and grant licenses to manufacture, operate, process or sell article, product, or process.

To acquire, own, hold and dispose of all equipment, supplies and other property necessary or desirable for the purposes of the Corporation.

To sell and convey, mortgage, pledge, lease and otherwise dispose of all or any part of its property and assets.

To purchase, or otherwise acquire, own, hold, sell, pledge, mortgage, assign, exchange, convey, transfer, develop improve, partition, subdivide, dispose of and otherwise deal in and with real estate, lands, buildings, improvements, leaseholds and any other interest, estate or right in real property, either within or without the State of Missouri.

To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds and other obligations, secured or unsecured, upon such terms and conditions and at such rates or prices as may be provided in such notes or bonds and the indenture or mortgage under which they are issued; and to secure any of its obligations by mortgage, pledge or deed or trust, of all or any of its property, franchise and income.

To conduct its business, carry on its operations, and have offices within and without the State of Missouri, and to exercise in any other state, or in any foreign country, the powers granted by this Act.

To elect and appoint officers and agents of the corporation, and to define their duties and fix their compensation.

To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State for the administration and regulations of the affairs of the corporation.

To cease its corporation activities and surrender its corporate franchise.

To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed.

And to do, perform, or carry on such other acts or deeds as may now, or from time to time in the future, be authorized by the laws of the State of Missouri.

- The period of duration of the corporation is: Perpetual.
- The name and address of each incorporator is:

Name	Address	City	State	Zip
Donald H. Tranin	1215 West 63rd Street	Kansas City	Missouri	64113
Arthur Brand	8150 Delmar	Shawnee Mission	Kansas	66208

7.

- 5. The number of directors constituting the board of directors is: Eight.
- 6. The address of the registered office is this state and the name of the registered agent at this address is: Suite 270, 9233 Ward Parkway, Kansas City, Missouri 64114, Lem T. Jones, Jr.
 - In the event of dissolution, all assets of the corporation (except insofar as may be necessary for the proper winding-up thereof) shall be distributed to the existing members, on proportion to the existing interests of each in the corporation; provided that if said member is no longer a qualified distributee under the Interest Revenue Code then in effect or unwilling or unable to accept the distribution, then said member shall appoint its interest in the corporation to a qualifying entity organized under Section 501(c)(3) of the Interest Revenue Code of 1986, as amended; provided however, that no distribution shall be made which would violate the Statutes of Missouri then in effect.

FURTHER RESOLVED, that all authorization for the issuance of shares of stock is herewith eliminated from the Articles of Incorporation and that all issued and outstanding shares are canceled and extinguished,

AND, that all existing shareholders of the corporation shall become members of the corporation.

AND, that all issued and outstanding certificates of shares shall be forthwith surrendered by the holders thereof and canceled,

for which the corporation may, in its discretion, issue certificates of memberships in lieu thereof.

FURTHER RESOLVED, that this corporation is in fact a not for profit corporation and does hereby accept all of the provisions of Chapter 355 RSMo 1969 and shall for al purposes henceforth be deemed a corporation organized under the provisions of said chapter.

C. The resolutions set forth above were duly submitted by the board of directors and adopted by the shareholders/members of the corporation by unanimous vote on May 10, 1990 with 20,000 shares/two members entitled to vote thereon and unanimously voting in favor of the resolutions set forth above.

Denald H. Tranin, President

Kehneth Krakauer, Secretary

STATE OF MISSOURI)

COUNTY OF fidesom i a Notary Public, do hereby certify that on the _____ day of June, 1990, Donald H. Tranin personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Vud J. Vela

(NOTARIAL SEAL)

My Commission Expires
VALDAL LAKE
Notary Public - State of Missouri
Commissioned in Plane County

My Combaion Expires May 1, 1773

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